

-----  
-----  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
FORM 10-K/A

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934 [FEE REQUIRED]

For the fiscal year ended December 31, 1994

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 [NO FEE REQUIRED]

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

-----  
CITADEL HOLDING CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

95-3885184  
(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

600 NORTH BRAND BOULEVARD  
GLENDALE, CALIFORNIA  
(ADDRESS OF PRINCIPAL EXECUTIVE  
OFFICES)

91203  
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (818) 549-3130

-----  
---  
Indicate by check mark whether registrant (1) has filed all reports required  
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934  
during the preceding 12 months (or for such shorter period that the registrant  
was required to file such reports), and (2) has been subject to such filing  
requirements for the past 90 days. Yes X No .

-----  
Indicate by check mark if disclosure of delinquent filers pursuant to Item  
405 of Regulation S-K is not contained herein, and will not be contained, to  
the best of the registrant's knowledge, in definitive proxy or information  
statements incorporated by reference in Part III of this Form 10-K or any  
amendment to this Form 10-K. Yes No X .

-----  
Indicate the number of shares outstanding of each of the issuer's classes of  
common stock, as of the latest practicable date. The number of shares of Common  
Stock, par value \$.01 per share (the "Common Stock") and 3% Cumulative Voting  
Convertible Preferred Stock, par value \$.01 per share (the "Preferred Stock",  
and together with the Common Stock, the "Voting Stock"), of Registrant  
outstanding as of April 28, 1995 were 6,003,924 and 1,329,114 shares,  
respectively.

-----  
-----

## PART III

## ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

NAME ----	AGE ---	CURRENT OCCUPATION -----	FIRST BECAME DIRECTOR -----
James J. Cotter	55	Chairman of the Board of Citadel Holding Corporation ("Citadel" or the "Company"), Chairman of the Board of Craig Corporation, and Chairman of the Board of Reading Company	1986
Steve Wesson	37	President and Chief Executive Officer of Citadel	1994
S. Craig Tompkins	44	Secretary/Treasurer and Principal Accounting Officer of Citadel, Vice Chairman of the Board of Citadel, President and Director of Craig Corporation, President and Director of Reading Company, and Director of G&L Realty Corp.	1993
Peter W. Geiger	68	Financial and marketing consultant, and retired Vice President and Senior Account Officer of Bank of America	1990
Alfred Villasenor, Jr.	65	President of Unisure Insurance Services, Inc., and Director of Gateway Investment, Inc., a wholly owned subsidiary of Fidelity Federal Bank, a Federal Savings Bank ("Fidelity")	1987

Set forth below is certain information concerning the principal occupation and business experience of each of the individuals named above during the past five years.

Mr. Cotter was first elected to the Board in 1986, and resigned in 1988. He was re-elected to the Board in June 1991, named Acting Chairman of the Board of Directors of Citadel and Fidelity in October 1991, and named Chairman of the Board of Citadel on June 5, 1992. Mr. Cotter has been Chairman of the Board of Craig (retail grocery and real estate management) since 1988 and a director of that company since 1985. He is also the Executive Vice President and a director of The Decurion Corporation (motion picture exhibition). Mr. Cotter began his association with The Decurion Corporation in 1969. Mr. Cotter has been the Chief Executive Officer and a director of Townhouse Cinemas Corporation since 1987. Mr. Cotter is the General Partner of James J. Cotter, Ltd., a limited partner in Hecco Ventures I, a California Limited Partnership and a general partner in Hecco Ventures II, a California General Partnership (Hecco I and Hecco II are involved in investment activities), and has been a director of Stater Bros., Inc. (retail grocery) since 1987. Mr. Cotter has served as a director of Reading Company (entertainment and real estate) since 1990 and as the Chairman of the Board of that company since 1991. Craig owns approximately 47% of Reading Company and 50% of Stater Bros., Inc. Mr. Cotter is also the owner and until October 1992 was the President and a director of Cecelia Packing (citrus grower and packer).

Mr. Wesson was appointed as President and Chief Executive Officer of the Company on August 5, 1994. Mr. Wesson was initially retained to develop a plan for the disposition by Fidelity and the retention by Citadel of the approximately \$500 million in gross book value of the assets ultimately sold to third parties in the restructuring and recapitalization of Fidelity during August 1994. From 1989 until he joined the Company in 1993, Mr. Wesson served as CEO of Burton Property Trust Inc., the U.S. real estate subsidiary of The Burton Group PLC. In this position he was responsible for the restructuring and eventual disposal of the company's assets in the U.S. Mr. Wesson succeeds Richard M. Greenwood, who resigned from his positions with Citadel and continues as the President and Chief Executive Officer of Fidelity.

Mr. Geiger is presently a financial and marketing consultant. He retired as Vice President and Senior Account Officer of Bank of America where he served from 1959 to 1990. His responsibilities at Bank of America included the development, structuring, analysis and negotiation of large corporate financings for major media and entertainment companies.

Mr. Tompkins was a partner of Gibson Dunn & Crutcher until March 1993 when he resigned to become President of each of Craig and Reading Company. Mr. Tompkins has served as a Director of each of Craig and Reading Company since February 1993. Mr. Tompkins was elected to the Board of Directors of G&L Realty Corp., a New York Stock Exchange listed Real Estate Investment Trust, in December of 1993, and was elected Vice Chairman of the Board of Citadel in July of 1994. Mr. Tompkins was appointed as Secretary, Treasurer and Principal Accounting Officer of Citadel on August 5, 1994.

Mr. Villasenor is the President and the owner of Unisure Insurance Services, Incorporated, a corporation which has specialized in life, business life and group health insurance for over 30 years. Mr. Villasenor served on the Board of Directors of ELAR, a reinsurance company from 1990 to 1991. From June 1993 to February 1995, Mr. Villasenor served as a director of Gateway Investments, Inc.

#### COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT

Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") requires the Company's officers and directors, and persons who own more than ten percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership with the Securities and Exchange Commission and the American Stock Exchange. Officers, directors and greater than ten-percent shareholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms they file.

Based solely upon a review of Forms 3 and 4 and amendments thereto furnished to Citadel during 1994, Citadel understands that Steve Wesson failed to file on a timely basis a report required by Section 16(a) of the Exchange Act. Mr. Wesson was appointed as a director and officer of Citadel in August 1994. Mr. Wesson was required to file a Form 3 within ten days of such appointment. Mr. Wesson filed his Form 3 on March 22, 1995.

ITEM 11. EXECUTIVE COMPENSATION

SUMMARY COMPENSATION TABLE

The Summary Compensation Table below sets forth the compensation earned during the year ended December 31, 1994 by the following persons:

(i) Steve Wesson, Chief Executive Officer at December 31, 1994, and Richard M. Greenwood, Chief Executive Officer from January 1, 1994 to August 4, 1994, in accordance with Regulation S-K, Item 402(a)(3)(i); and

(ii) Frederick N. Bailard, Senior Vice President from January 1, 1994 to February 2, 1994, and Walter H. Morris, Jr., Executive Vice President from January 1, 1994 to March 18, 1994, in accordance with Regulation S-K, Item 402(a)(3)(iii).

NAME AND PRINCIPAL POSITION	YEAR	ANNUAL COMPENSATION			LONG TERM COMPENSATION	
		SALARY	BONUS	OTHER ANNUAL COMPENSATION(1)	SECURITIES UNDERLYING STOCK OPTIONS GRANTED	ALL OTHER COMPENSATION
Steve Wesson President and Chief Executive Officer	1994(2)	\$ 70,564	\$25,000		33,000	\$ 5,564
	1993	n/a	n/a	n/a	n/a	n/a
	1992	n/a	n/a	n/a	n/a	n/a
Richard M. Greenwood President and Chief Executive Officer	1994(3)	\$242,231	\$ 0	\$ 0	0	\$ 0
	1993	\$376,846	\$50,000	\$ 0	20,000	\$ 0
	1992	\$209,173	\$ 0	\$25,986(4)	0	\$ 0
Frederick N. Bailard Senior Vice President	1994(5)	\$ 24,926	\$ 0	\$ 0	0	\$145,000(6)
	1993	\$132,692	\$ 5,000(7)	\$ 0	0	\$ 1,171
	1992	\$ 45,673	\$ 0	\$ 0	0	\$ 0
Walter H. Morris, Jr. Executive Vice President Chief Lending Officer	1994(8)	\$ 53,305	\$ 0	\$ 0	0	\$115,000(9)
	1993	\$178,500	\$15,000	\$ 0	0	\$ 0
	1992	\$ 87,500	\$ 0	\$ 0	0	\$ 0

- - - - -

- (1) Excludes perquisites if the aggregate amount thereof is less than \$50,000, or 10% of salary plus bonus, if less.
- (2) Includes compensation received as President and Chief Executive Officer of Citadel from August 5, 1994 to December 31, 1994.
- (3) Includes compensation received as President and Chief Executive Officer of Citadel and Fidelity from January 1, 1994 to August 4, 1994.
- (4) When Mr. Greenwood was hired on June 3, 1992, Citadel and Fidelity agreed to make him an interest free loan of \$240,000, described in Item 13 below. The loan was actually funded on October 27, 1992. The amount shown includes \$8,965 to compensate Mr. Greenwood for the late funding of the loan, \$1,353 in imputed interest on the loan, \$3,000 worth of the tax preparation services, an automobile allowance of \$11,690, premiums on an excess group life insurance policy in the amount of \$819, and miscellaneous other benefits.
- (5) Includes compensation received as Senior Vice President of Citadel from January 1, 1994 to February 2, 1994.
- (6) Severance bonus paid prior to August 4, 1994.
- (7) Discretionary bonus paid for individual performance.
- (8) Includes compensation received as Executive Vice President and Chief Lending Officer of Citadel from January 1, 1994 to March 18, 1994.
- (9) Severance bonus paid prior to August 4, 1994.

OPTION/SAR GRANTS IN LAST FISCAL YEAR

NAME	INDIVIDUAL GRANTS				POTENTIAL REALIZABLE VALUE AT ASSUMED ANNUAL RATES OF STOCK PRICE APPRECIATION FOR OPTION TERM	
	NUMBER OF SECURITIES UNDERLYING OPTIONS/SARS GRANTED	PERCENT OF TOTAL OPTIONS/SARS GRANTED TO EMPLOYEES IN FISCAL YEAR	EXERCISE OR BASE PRICE	EXPIRATION DATE	5% \$/SHARE	10% \$/SHARE
Steve Wesson.....	33,000	100%	\$2.69	2004	\$ 55,925	\$ 141,144
Richard M. Greenwood....	0	0	0	0	\$ 0	\$ 0
Frederick N. Bailard....	0	0	0	0	0	0
Walter H. Morris, Jr....	0	0	0	0	0	0

AGGREGATED OPTION/SAR IN LAST FISCAL YEAR AND FISCAL YEAR-END OPTION/SAR  
VALUES

NAME	SHARES ACQUIRED ON EXERCISE(#)	VALUE REALIZED(\$)	NUMBER OF SECURITIES UNDERLYING UNEXERCISED OPTIONS/SARS AT FY-END(#)	EXERCISABLE/UNEXERCISABLE	VALUE OF UNEXERCISED IN-THE-MONEY OPTIONS/SARS AT FY-END(#)	EXERCISABLE/UNEXERCISABLE
Steve Wesson.....	N/A	N/A	11,000/22,000		0(1)	
Richard M. Greenwood....	N/A	N/A	20,000/0		0(2)	
Frederick N. Bailard....	0	0	0		0	
Walter H. Morris, Jr....	0	0	0		0	

- (1) None of the options held by Mr. Wesson are in-the-money.  
(2) None of the options held by Mr. Greenwood are in-the-money.

## COMPENSATION OF DIRECTORS

Non-employee directors (which currently include all directors other than Mr. Wesson) receive an annual retainer of \$10,000. Directors receive no additional compensation for serving as committee chairmen, or for attending regularly scheduled monthly meetings, but receive \$1,000 for attendance at any special board meetings and \$850 for attendance at any committee meetings. Directors receive \$350 for participation in any telephonic special board or committee meetings. The Chairman of the Board receives an annual retainer of \$45,000, in lieu of any other retainers or attendance fees. The Secretary/Treasurer and Principal Accounting Officer is paid a total annual retainer as a director of \$35,000 in addition to his attendance fees.

## EMPLOYMENT CONTRACTS AND CHANGE IN CONTROL AGREEMENTS

Citadel and Steve Wesson entered into an Executive Employment Agreement, effective as of August 4, 1994 (the "Employment Agreement"). The term of the Employment Agreement is two years and shall be automatically renewed for subsequent one year terms unless either party gives notice of non-renewal. Mr. Wesson is paid an annual salary of \$175,000 and a minimum annual bonus of \$50,000. Also, the Employment Agreement contemplates that Mr. Wesson will be granted options to purchase 33,000 shares of Common Stock of Citadel. In October 1994, Citadel made such grant.

Richard M. Greenwood, Citadel and Fidelity entered into a three-year employment agreement as of June 3, 1992, his date of hire. The agreement provided for compensation during the first twelve months at the rate of \$365,000 per year, increasing to \$385,000 for the second twelve months and \$415,000 for the third twelve months. Mr. Greenwood resigned from his positions at Citadel as of August 4, 1994.

## COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

From January 1, 1994 to August 4, 1994, Mr. James J. Cotter, Mr. Mel Goldsmith and Mr. Alfred Villasenor, Jr. served as members of the Compensation Committee of Citadel. During this period, Mr. Greenwood served in an advisory capacity to the Compensation Committee of Citadel.

As of August 4, 1994, Citadel dissolved the Compensation Committee and the entire Board of Directors took responsibility for compensation decisions. It is currently Citadel's policy that directors whose compensation is at issue are not involved in the discussion of, or voting on, such compensation.

Mr. Wesson and Mr. Tompkins are the executive officers of Citadel. In accordance with Citadel's policy on executive officer compensation, Mr. Wesson and Mr. Tompkins are not involved in the discussion of, or voting on, their respective compensation. Mr. Tompkins receives no compensation for his services as an executive officer, but receives director's fees. Mr. Tompkins serves as the President and as a director of Craig Corporation. Mr. Cotter is the Chairman of the Board of Craig Corporation.

## BOARD OF DIRECTORS REPORT ON EXECUTIVE COMPENSATION

### Administration, Philosophy

From January 1, 1994 to August 4, 1994, the compensation program was administered by the Compensation Committee of the Board of Directors. During such period, the Committee was composed of two non-employee directors. The CEO served as an advisor to the Committee. Following review and approval by the Compensation Committee, all issues pertaining to employment-related contracts were submitted to the full Board of Directors for approval.

From January 1, 1994 to August 4, 1994, it was the philosophy of the Committee and Citadel to provide Citadel executives with total compensation (cash and non-cash) opportunities competitive with the market to attract and retain the caliber of executive talent capable of creating and leading a successful financial services company. The market used to establish competitive averages was comprised of financial services institutions, including commercial banks, savings banks and mortgage banks as applicable to specific functional areas.

From January 1, 1994 to August 4, 1994, it was also the philosophy of the Committee and Citadel to limit fixed compensation costs (e.g., base salaries) to competitive averages and leverage, in the form of incentives, "above average" costs specifically to Citadel and/or individual performance. Competitive data was obtained through published survey data and custom surveys conducted by Citadel or a third party. Information regarding this market includes the OTS Peer Group as defined in the Performance Graph provided below.

From January 1, 1994 to August 4, 1994, executive compensation plans in use included base salary, annual incentive, limited use of stock options, and certain executive benefits and perquisites. Other executive compensation programs used in the past included a Supplemental Executive Retirement Plan ("SERP") and Split Dollar Life Insurance. Of the executive officers incumbent during this period, only Godfrey Evans participated in the SERP, which was suspended as of February 28, 1994.

Since August 4, 1994, Mr. Wesson has been the sole executive officer of Citadel who has received compensation for his services as an executive officer. It is currently Citadel's intent to provide its executive officers with total compensation (cash and non-cash) opportunities competitive with the market to attract and retain the caliber of executive talent capable of creating and leading a successful company.

Due to the financial position of Citadel in late 1994, Mr. Wesson was awarded the minimum annual bonus under his Employment Agreement.

Members of the Board of Directors:

James J. Cotter	Steve Wesson
S. Craig Tompkins	Alfred Villasenor, Jr.

Peter W. Geiger

The report of the Board of Directors with respect to executive compensation shall not be deemed incorporated by reference by any general statement incorporating by reference this Annual Report on Form 10-K or Form 10-K/A into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), except to the extent that Citadel specifically incorporates this information by reference, and shall not otherwise be deemed filed under such Acts.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN  
AMONG CITADEL, S&P 500 INDEX AND ADJUSTED OTS PEER GROUP A\*

The Stock Price Performance Graph below shall not be deemed incorporated by reference by any general statement incorporating by reference this Annual Report on Form 10-K or Form 10-K/A into any filing under the Exchange Act, except to the extent Citadel specifically incorporates this information by reference, and shall not otherwise be deemed filed under the Exchange Act.

The graph below comprises cumulative total return of Citadel, The S&P Index and the Adjusted OTS Peer Group A (Bay View Capital, Coast Savings, Downey Savings, San Francisco Federal Corporation and Union Federal Financial Corporation). Peer group returns have been weighted by market capitalization of the individual peers.

COMPARISON OF FIVE-YEAR CUMULATIVE TOTAL RETURN  
AMONG CITADEL HOLDING, S&P 500 INDEX AND ADJUSTED OTS PEER GROUP A INDEX

PERFORMANCE GRAPH APPEARS HERE

Measurement Period (Fiscal Year Covered)	CITADEL HOLDING	S&P 500 INDEX	ADJUSTED OTS PEER GROUP A INDEX
Measurement Pt- 12/31/89	\$100	\$100	\$100
FYE 12/31/90	\$ 45.71	\$ 96.88	\$ 49.38
FYE 12/31/91	\$ 42.57	\$126.42	\$ 66.95

FYE 12/31/92	\$ 45.71	\$136.08	\$ 82.32
FYE 12/31/93	\$ 26.86	\$149.80	\$107.99
FYE 12/31/94	\$ 5.71	\$151.78	\$ 91.84

\* Assumes \$100 invested on December 31, 1989 in Citadel Common Stock, S&P 500 Index and the Adjusted OTS Peer Group A.



ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth the shares of Common Stock, Preferred Stock and Voting Stock owned as of April 28, 1995 by (i) each director, (ii) all directors and officer as a group, and (iii) each person known to Citadel to be the beneficial owner of more than 5% of either the Common Stock or the Preferred Stock. Except as noted, the indicated beneficial owner of the shares has sole voting power and sole investment power.

NAME AND ADDRESS OF BENEFICIAL OWNER -----	AMOUNT AND NATURE OF BENEFICIAL OWNERSHIP -----	PERCENT OF CLASS -----
James J. Cotter (1) (5)	667,012 shares of Common Stock and 1,329,114 shares of Preferred Stock	11.1% of Common Stock and 27.2% of Voting Stock
Steve Wesson (4)	11,000 shares of Common Stock (2)	*
Peter W. Geiger (4)	--	--
Alfred Villasenor, Jr. (4)	900 shares of Common Stock	*
S. Craig Tompkins (5)	--	--
Craig Corporation (5)	667,012 shares of Common Stock and 1,329,114 shares of Preferred Stock	11.1% of Common Stock and 7.2% of Voting Stock
Lawndale Capital Management, Inc., Andrew E. Shapiro, Diamond A Partners, L.P., and Diamond A Investors, L.P. One Sansome Street, Suite 3900 San Francisco, California 94104 (3)	468,200 shares of Common Stock (3)	7.8% of Common Stock and 6.4% of Voting Stock (3)
All directors and executive officers as a Group (5 persons) (1)	678,912 shares of Common Stock and 1,329,114 shares of Preferred Stock	11.3% of Common Stock and 7.4% of Voting Stock

(1) Mr. Cotter is the Chairman and a principal stockholder of Craig Corporation. Craig Corporation holds 667,012 shares of Common Stock and 1,329,114 shares of Preferred Stock. Mr. Cotter disclaims beneficial ownership of these shares.

(2) In October 1994, Citadel granted Mr. Wesson options to purchase 33,000 shares of Common Stock. The option has vested with respect to 11,000 shares, and will vest as to 11,000 shares on each of August 4, 1995 and 1996.

(3) Based on Schedule 13D dated October 20, 1994.

(4) 600 North Brand Boulevard, Glendale, California 91203.

(5) 116 North Robertson Boulevard, Los Angeles, California 90048

\* Represents less than one percent of the outstanding shares of Citadel Common Stock.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Issuances of Stock to Craig Corporation

In October and November 1994, Citadel issued 74,300 shares of Common Stock and 1,329,114 shares of 3% Cumulative Voting Convertible Preferred Stock to Craig Corporation. James J. Cotter, Chairman of the Board of Citadel, was, at the time of such issuances, and currently is, the Chairman of the Board and a major stockholder of Craig. S. Craig Tompkins, Secretary/Treasurer and Principal Accounting Officer of Citadel, was, at the time of such issuances, and currently is, the President and a director of Craig. See "Business of Citadel Holding Corporation--The Dillon Litigation."

Settlement with Dillon

On April 3, 1995, Citadel, Craig and Roderick H. Dillon and certain of his affiliates ("Dillon") entered into agreements to settle outstanding litigation between such parties. At the time of such settlement, Dillon was the beneficial owner of over 5% of the outstanding Common Stock of Citadel. In connection with the settlement, Citadel issued to Craig a two-year warrant to purchase 666,000 shares of Common Stock of Citadel that had been tendered to Citadel by Dillon. See "Business of Citadel Holding Corporation--The Dillon Litigation."

Loan to Richard M. Greenwood

Upon the hiring of Richard M. Greenwood by Citadel and Fidelity in June 1992, Citadel agreed to fund an interest free loan to Mr. Greenwood in the amount of \$240,000 to replace a similar loan with Mr. Greenwood's prior employer. The loan began to accrue interest at 9% on February 4, 1995. To date, the approximate outstanding balance of such loan is \$245,000.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(A)(1) FINANCIAL STATEMENTS

DESCRIPTION -----	PAGE NO. -----
Independent Auditor's Report.....	F-2
Consolidated Balance Sheets as of December 31, 1994 and 1993.....	F-3
Consolidated Statements of Operations for Each of the Three Years in the Period Ended December 31, 1994.....	F-5
Consolidated Statements of Stockholders' Equity for Each of the Three Years in the Period Ended December 31, 1994.....	F-6
Consolidated Statements of Cash Flows for Each of the Three Years in the Period Ended December 31, 1994.....	F-7
Notes to Consolidated Financial Statements.....	F-9

(A)(2) FINANCIAL STATEMENT SCHEDULE

Financial Statement Schedule III--Real Estate and Accumulated Depreciation.....	II-1
---	------

SCHEDULE III--REAL ESTATE AND ACCUMULATED DEPRECIATION

AS OF DECEMBER 31, 1994 (IN THOUSANDS)

DESCRIPTION -----	ENCUMBRANCES -----	COSTS			DECEMBER 31, 1994				
		INITIAL COST -----	BUILDING AND IMPROVEMENTS	CAPITALIZED SUBSEQUENT TO ACQUISITION	LAND	BUILDING	TOTAL	ACCUMULATED DEPRECIATION	NET
Arboleda Phoenix, Arizona	\$ 4,439	\$1,488	\$ 4,507	\$	\$1,488	\$ 4,507	\$ 5,995	\$ 47	\$ 5,948
Vaselich Los Angeles, California	4,761	2,917	4,874		2,917	4,874	7,791	72	7,719
Parthenia Canoga Park, California		261	970		261	970	1,231	15	1,216
Western Harbor City, California	3,696	872	4,166		872	4,166	5,038	63	4,975
	----- \$13,896	----- \$5,538	----- \$14,517	----- \$	----- \$5,538	----- \$14,517	----- \$20,055	----- \$197	----- \$19,858

- - - - -

All of the properties listed above were acquired during 1994. The aggregate gross cost of property included above for federal income tax purposes approximated \$25,866 as of December 31, 1994.

(B) REPORTS ON FORM 8-K..... II-1

(i) The Company filed a Report on Form 8-K on October 20, 1994, reporting on Item 7, "Financial Statements and Exhibits."

(ii) The Company filed a Report on Form 8-K on October 25, 1994, reporting on Item 7, "Financial Statements and Exhibits."

(iii) The Company filed a Report on Form 8-K on November 14, 1994, reporting on Item 5, "Other Events," and Item 7, "Financial Statements and Exhibits."

(C) EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
3.1	Certificate of Amendment of Restated Certificate of Incorporation of Citadel Holding Corporation (filed herewith)
3.2	Restated By-laws of Citadel Holding Corporation (filed as Exhibit 3.2 to the Company's Form 10-K for the year ended December 31, 1988, and incorporated herein by reference)
4.1	Certificate of Designation of the 3% Cumulative Voting Convertible Preferred Stock of Citadel Holding Corporation (filed as Exhibit 3 to the Company's Report on Form 8-K, filed on November 14, 1994, and incorporated herein by reference)
10.1	Form of Investor Purchase Agreement between Fidelity Federal Bank and the investors (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.2	Settlement Agreement between Fidelity Federal Bank, Citadel Holding Corporation and certain lenders, dated as of June 3, 1994 (the "Letter Agreement") (filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.3	Amendment No. 1 to the Letter Agreement, dated as of June 30, 1994 (filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.4	Amendment No. 2 to Letter Agreement, dated as of July 28, 1994 (filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.5	Amendment No. 3 to Letter Agreement, dated as of August 3, 1994 (filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.6	Mutual Release, dated as of August 4, 1994, between Fidelity Federal Bank, Citadel Holding Corporation and certain lenders (filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.7	Mutual Release between Fidelity Federal Bank, Citadel Holding Corporation, and The Chase Manhattan Bank, N.A., dated June 17, 1994 (filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.8	Loan and REO Purchase Agreement (Primary), dated as of July 13, 1994, between Fidelity Federal Bank and Colony Capital, Inc. (filed as Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.9	Deposit Escrow Agreement, dated as of July 13, 1994, among Colony Capital, Inc., Fidelity Federal Bank, and Morgan Guaranty Trust Company of New York (filed as Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.10	Real Estate Purchase Agreement, dated as of August 3, 1994, between Fidelity Federal Bank and Citadel Realty, Inc. (filed as Exhibit 10.10 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.11	Loan and REO Purchase Agreement (Secondary), dated as of July 12, 1994, between Fidelity Federal Bank and EMC Mortgage Corporation (filed as Exhibit 10.11 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.12	Deposit Escrow Agreement, dated as of July 13, 1994, between EMC Mortgage Corporation, Fidelity Federal Bank, and Morgan Guaranty Trust Company of New York (filed as Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)

EXHIBIT NO. -----	DESCRIPTION -----
10.13	Loan and REO Purchase Agreement (Secondary), dated as of July 21, 1994, between Fidelity Federal Bank and Internationale Nederlanden (US) Capital Corporation, Farallon Capital Partners, L.P., Tincum Partners, L.P. and Essex Management Corporation (filed as Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.14	Deposit Escrow Agreement, dated as of July 21, 1994, between Fidelity Federal Bank and Internationale Nederlanden (US) Capital Corporation, Farallon Capital Partners, L.P., Tincum Partners, L.P., Essex Management Corporation, and Morgan Guaranty Trust Company of New York (filed as Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.15	Purchase of Assets and Liability Assumption Agreement by and between Home Savings of America, FSB and Fidelity Federal Bank, FSB, dated as of July 19, 1994 (filed as Exhibit 10.15 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.16	Credit Agreement among Citadel Realty, Inc., Citadel Holding Corporation and Craig Corporation, dated as of August 2, 1994 (filed as Exhibit 10.16 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.17	Promissory Note, dated as of August 2, 1994, by Citadel Realty, Inc. in favor of Craig Corporation (filed as Exhibit 10.17 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.18	Guaranty, dated as of August 2, 1994, by Citadel Holding Corporation in favor of Craig Corporation (filed as Exhibit 10.18 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.19	Pledge Agreement, dated as of August 2, 1994, between Citadel Holding Corporation and Craig Corporation (filed as Exhibit 10.19 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.20	Promissory Note, dated August 3, 1994, by Citadel Realty, Inc., in favor of Fidelity Federal Bank (filed as Exhibit 10.20 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.21	Promissory Note, dated July 28, 1994, by Citadel Realty, Inc. in favor of Fidelity Federal Bank (filed as Exhibit 10.21 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.22	Guaranty Agreement, dated August 3, 1994, by Citadel Holding Corporation, in favor of Fidelity Federal Bank (filed as Exhibit 10.22 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.23	Unsecured Environmental Indemnity Agreement dated as of August 3, 1994, by Citadel Realty, Inc., in favor of Fidelity Federal Bank (filed as Exhibit 10.23 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.24	Unsecured Environmental Indemnity Agreement dated as of July 28, 1994, by Citadel Realty, Inc. in favor of Fidelity Federal Bank (filed as Exhibit 10.24 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.25	Registration Rights Agreement dated as of June 30, 1994, between Fidelity Federal Bank, Citadel Holding Corporation and certain holders of Class C Common Stock of Fidelity Federal Bank (filed as Exhibit 10.25 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)

EXHIBIT NO. -----	DESCRIPTION -----
10.26	Stockholders Agreement, dated as of June 30, 1994, between Citadel Holding Corporation and Fidelity Federal Bank (filed as Exhibit 10.26 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.27	Tax Disaffiliation Agreement, dated as of August 4, 1994, by and between Citadel Holding Corporation and Fidelity Federal Bank (filed as Exhibit 10.27 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.28	Option Agreement, dated as of August 4, 1994, by and between Fidelity Federal Bank and Citadel Holding Corporation (filed as Exhibit 10.28 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.29	Assignment of Option Agreement, dated as of August 4, 1994, by and between Citadel Holding Corporation and Citadel Realty, Inc. (filed as Exhibit 10.29 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.30	Amendment No. 2 to Executive Employment Agreement, dated as of August 4, 1994, between Richard M. Greenwood and Fidelity Federal Bank (filed as Exhibit 10.30 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.31	Amended and Restated Term Note, dated October 29, 1992, by Richard M. Greenwood in favor of Citadel Holding Corporation (filed as Exhibit 10.31 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.32	Letter Agreement dated August 4, 1994, between Richard M. Greenwood and Citadel Holding Corporation (filed as Exhibit 10.32 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.33	Amended and Restated Charter S of Fidelity Federal Bank (filed as Exhibit 10.33 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.34	Amended Service Agreement between Fidelity Federal Bank and Citadel Holding Corporation dated as of August 1, 1994 (filed as Exhibit 10.34 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.35	Placement Agency Agreement, dated July 12, 1994 between J.P. Morgan Securities Inc., Fidelity Federal Bank and Citadel Holding Corporation (filed as Exhibit 10.35 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.36	Side letter, dated August 3, 1994, between Fidelity Federal Bank and Citadel Realty, Inc. (filed as Exhibit 10.36 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1994, and incorporated herein by reference)
10.37	Stock Exchange and Settlement Agreement, dated April 3, 1995, by and among Citadel Holding Corporation, Dillon Investors, L.P., a Delaware partnership, Roderick H. Dillon, Jr., an individual, Roderick H. Dillon, Jr. Foundation, an Ohio trust, and Roderick H. Dillon, Jr.--IRA (filed as Exhibit 10.1 to the Company's Report on Form 8-K, filed on April 4, 1995, and incorporated herein by reference)
10.38	Stock Purchase Agreement, dated October 21, 1994, by and between Citadel Holding Corporation and Craig Corporation, a Delaware corporation (filed as Exhibit 2 to the Company's Report on Form 8-K, filed on October 25, 1994, and incorporated herein by reference)

EXHIBIT NO. -----	DESCRIPTION -----
10.39	Preferred Stock Purchase Agreement, dated November 10, 1994, by and between Citadel Holding Corporation and Craig Corporation, a Delaware corporation (filed as Exhibit 2 to the Company's Report on Form 8-K, filed on November 14, 1994, and incorporated herein by reference)
10.40	Conversion Deferral, Warrant and Reimbursement Agreement, dated as of April 11, 1995, by and between Citadel Holding Corporation and Craig Corporation, a Delaware corporation (filed herewith)
10.41	Employment Agreement between Citadel Holding Corporation and Steve Wesson (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1994, and incorporated herein by reference)
21	Subsidiaries of the Company (filed herewith)
27	Financial Data Schedule (filed herewith)

SIGNATURES

PURSUANT TO THE REQUIREMENTS OF SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934, REGISTRANT HAS DULY CAUSED THIS REPORT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED.

Citadel Holding Corporation

/s/ Steve Wesson

By \_\_\_\_\_  
Steve Wesson, President and Chief  
Executive Officer

Date: May 1, 1995

III-1